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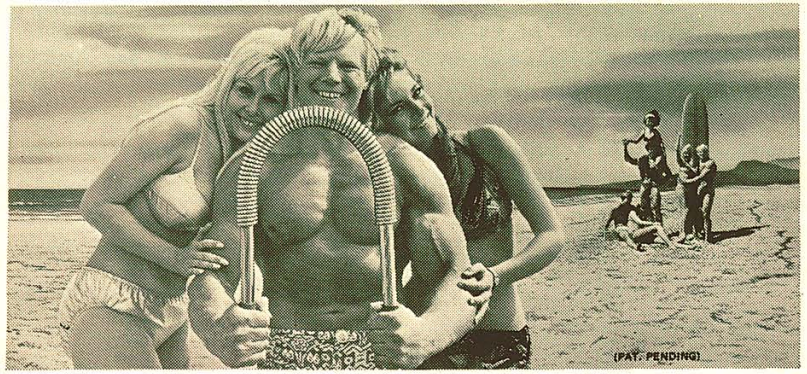


LOOK WHAT'S HAPPENING

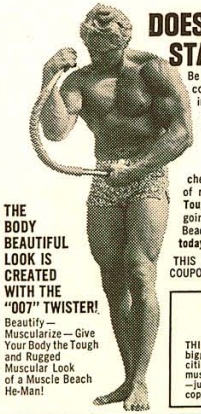
TO THE HANDSOME MUSCULAR MEN ON MUSCLE BEACH, CALIFORNIA!

WITH ONE TWIST, IN JUST ONE SECOND, They're Adding Inches of Muscles, To Their Arms, Chest, Shoulders. **WHY NOT YOU?**

The **"007" TWISTER** is turning them on—even the Girls! From one end of Muscle Beach to the other, muscular things are popping up everywhere you go! The handsome, fun-going attractive fellows are twisting with the **"007" TWISTER** to add up to 2" on their arms, 4" on their chest, besides muscularizing their waists and building vigorous legs. They are giving the more than 500 muscles in their bodies a thorough going-over—to build power—rugged vigor—herculean muscular size, because they need **he-man muscles**—for **surfing, swimming** and **lifting girls overhead with one arm!** They know that **one twist** of the **"007" TWISTER** makes their muscles come alive with VIGOR...POWER...for **Super Happenings!** Don't you just read this ad—JOIN THE FUN! —SHAPE UP!—**And What Shape You'll Be In!**

MUSCLES—ARE FOR REAL MEN!

See For Yourself What Super-Happenings You're In On When You Start Twisting With the **"007" TWISTER** and **Build Your Own Muscular Go-Go, Action-Packed Body**—all in the privacy of your own home!



THE BODY BEAUTIFUL LOOK IS CREATED WITH THE "007" TWISTER!

Beautify—Muscularize—Give Your Body the Tough and Rugged Muscular Look of a Muscle Beach He-Man!

DOES YOUR BODY LOOK MUSCLE-STARVED? Then become this new breed of wildcat!

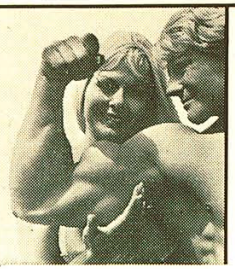
Be my guest—use the **"007" TWISTER** and if 5 minutes doesn't convince you that you too can easily toughen up and put yourself in this exciting, dramatic Muscle Beach setting, return it for a full refund? Fair? My **"007" TWISTER** is **Tough—Durable—Elegant,** made of chromed-steel tubing with easy to hold rubber grippers. As you take it in your hands, **the very first twist of its shiny coils** will make every muscle in your body COME ALIVE with Vigor and Power! It gently coaxes your arms, chest, back and legs into Super-Muscle Happenings, adding inches of rugged muscle all over your body! It makes you **Shape Up—Toughen Up—Muscle Up** FAST...the Muscle Beach Way! So start going with the youthful, fun-loving crowd **now**—bring some Muscle Beach excitement into your life—by ordering your **"007" TWISTER today!** IT'S GUARANTEED TO PRODUCE RESULTS—OR MONEY BACK!

THIS IS A LIMITED OFFER AND AVAILABLE ONLY THROUGH THIS COUPON—SO **HURRY!**

FREE!

THIS 128-PAGE BOOK—to help you Muscle Up to a bigger, better, more "cut-up" body! Contains 15 exciting courses with over 200 photos of the Champs in muscle building action! A $5 value—it's yours FREE—just for ordering the "007" TWISTER! Get your copy NOW!

THE ROMANTIC LOOK IS CREATED BY THE "007" TWISTER!



ONLY $9.98 Postpaid

Comes with FREE illustrated course of instructions.

My Personal Guarantee: YOU MUST BUILD A MUSCLE BEACH, "SUPER-HAPPENING", MUSCULAR BODY OR RETURN THE TWISTER FOR **EVERY PENNY BACK!** ORDER NOW!

CALIFORNIA, MUSCLE BEACH—BODYBUILDER

JOE WEIDER
531-32nd Street
Union City, N.J. 07087

Dept. 83-39PT

Dear Joe:
I want to bring the excitement of Muscle Beach into my life and make my muscles "come alive" with Super Happenings, too! Enclosed is **$9.98**—rush me the "007" along with free instructions and the FREE muscle building book. I understand that if I am not completely satisfied, I may return the TWISTER for a full refund.

NAME _____ AGE _____
(please print clearly)

ADDRESS _____

CITY _____ STATE _____ ZIP _____

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THE AMAZING SPIDER-MAN!™

THE SPEEDSTER AND THE SPIDER!

LAST ISH, WE SAW OUR TORMENTED **WEB-SLINGER** FINALLY LOSE HIS **TEMPER** AS HE ANGRILY THREATENED A NEARLY-HYSTERICAL **J. JONAH JAMESON!** BUT, THE STARTLED PUBLISHER SUDDENLY **COLLAPSED** IN SHOCK, AS **SPIDEY** BARELY MANAGED TO **ESCAPE** THE ONRUSHING POLICE---

EVERYTHING I **TRY**--EVERYTHING I **DO**...

SEEMS TO END IN--- **DISASTER!**

MAYBE JAMESON WAS **RIGHT!** MAYBE I **AM** A MENACE!

SMILIN' **STAN LEE,** *AUTHOR*--- JAZZY **JOHNNY ROMITA,** *INNOVATOR*--- and **JIM (MAR-MAN) MOONEY,** *ILLUSTRATOR*--- EAGERLY INVITE YOU...

...TO SHARE THE EXTRAORDINARY, EPIC **EXCITEMENT** THAT LIES JUST AHEAD...

LETTERED BY: SAM ROSEN

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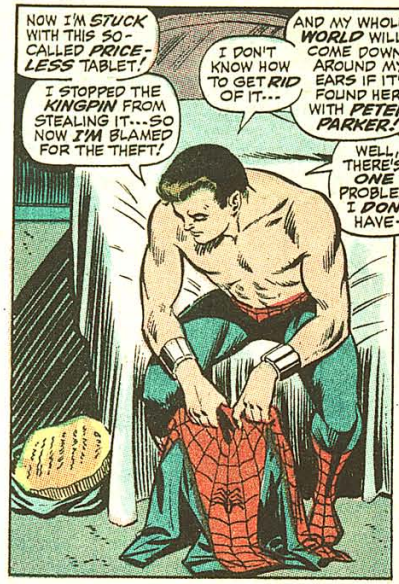

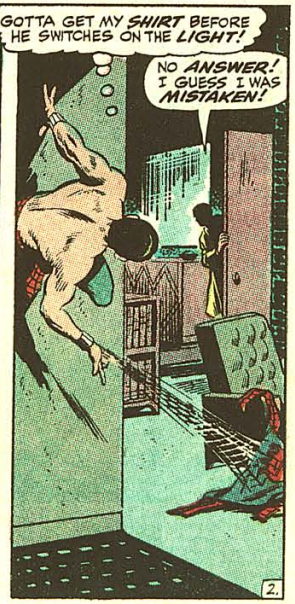

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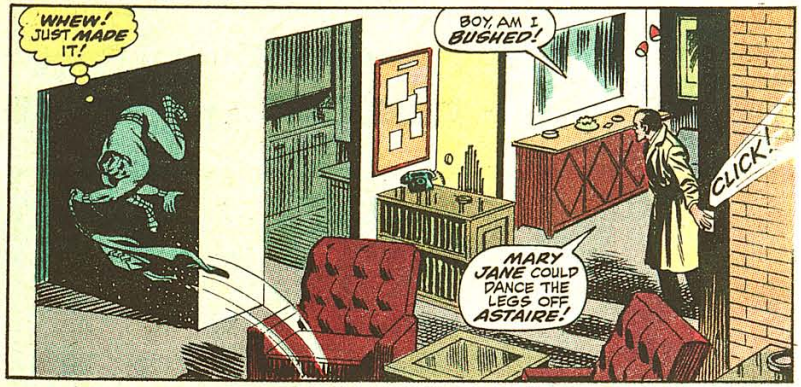

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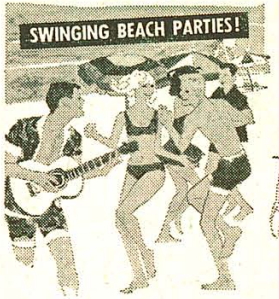
Be the One Who "Makes" Every Party!



Join the swinging world of MUSIC

We'll Send You FREE BOOKLET That Shows How You Can Now Play the Piano, Accordion, Guitar—or ANY Instrument You Want!

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ACCORDION

WOULDN'T you like to be *really popular* at parties — playing the music everybody wants to hear? Picture the thrill of leading your friends in a wild, *hoot-and-holler* folk-sing! Of rocking the house down with your own combo! Of playing the latest R & R hits, Surf sounds, Mersey Beat! When you can play music, a whole new swinging world opens up for you — a wonderful world of new self-confidence . . . popularity . . . new friends . . . and even extra cash! Many teen-agers earn their spending money by playing at dances and all kinds of affairs. Still others make music their career . . . and tour the country in singing groups and combos!

Right now there's a *boom* on for teen-age musical talent. Every day you hear of another successful new group from Detroit, L.A., or Nashville. Their records sell from coast to coast, their personal appearances thrill thousands! Overnight these kids make "the big time"!

If you like music — if you can follow a tune or keep a beat—it's a good sign that you may have hidden talent. U.S. School of Music wants to *discover* this talent in kids like you — *develop* it to bring you more fun in life — even to earn you extra money!

Learn to Play at Home

This exciting new home study Course is meant for *active* people who want to play *fast* — who don't want to go slow or be bored. NO impatient teachers to please. NO appointments to keep (*or miss*). You learn fast by *actually playing* your favorite instrument. Easy-to-understand instructions and plenty of big, clear pictures teach you step-by-step.

EVEN IF YOU DON'T KNOW A NOTE NOW, THIS COURSE CAN HAVE YOU PLAYING *REAL MUSIC — RIGHT FROM THE START!*

Your very first lessons include popular songs . . . old favorites . . . folk tunes. And because you play from *real* notes you'll quickly be reaching for *every* kind of music. Ballads . . . rhythm and blues . . . standards . . . the latest numbers from Liverpool—anything you like. EVERYTHING *your friends* beg you to play. What's more, others in your group can learn right along with you, from the same lessons, if you want. And the cost for everything (including valuable sheet music) is unbelievably low — only a few pennies for each lesson!

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The thrill of playing music is waiting for you NOW! Get started by mailing coupon for valuable Free Booklet. This booklet SHOWS why our way to learn music is so FAST and EASY. It is fully illustrated — and packed with important information on our staff (including award-winning Guitarist Harry Volpe), lessons, *free* sheet music, additional printed lectures, Personal Advisory Service, and so much more.

Just fill in the coupon. Check the instrument you want to play, and mail the coupon now. Booklet will be sent at once. There is no obligation. U.S. SCHOOL OF MUSIC, Port Washington, New York 11050. *Licensed by the New York State Education Dept.*

THESE STUDENTS "MADE IT" . . . YOU CAN TOO!

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"When I returned to the United States I found I was playing well enough to lead a trio. Have since worked in California, Denver, Rapid City, Washington, D.C., and Europe." —Phil Philcox Nancy, France

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"Ever since I signed up for Piano Course, I have been reaping happiness. My friends are astonished and my family happy. I am a happier person. I will never forget all the fun I've had while being enrolled in your school." —Linda L. Kurtz Airville, Pa.

HAS 3-PIECE BAND

"I never thought when I took up your Course that I would play this well. I have a three-piece band. We play at night clubs around this area. So you see how much your Course means to me." —Howard Clark Blaine, Ohio

PLAYS ON RADIO AND TV

"I have performed on television, radio, and before large audiences. I have also written three musicals. I owe my thanks to the U.S. School of Music." —Leonard Ira Drumheller, Jr. Christiansburg, Va.

U.S. SCHOOL OF MUSIC, Studio A1473
Port Washington, New York 11050

Yes! I want to learn to play the instrument checked below. Please send me FREE, your illustrated booklet, "Now You Can Learn To Play Music in Your Own Home." I am under *no obligation*.

Check the instrument you would like to play (check one only):

☐ Piano ☐ Guitar ☐ Accordion ☐ Saxophone ☐ Steel Guitar
☐ Tenor Banjo ☐ Trumpet ☐ Cornet ☐ Organ — pipe, electronic, reed
☐ Violin ☐ Ukulele ☐ Clarinet ☐ Trombone ☐ Mandolin

Do you have instrument? ☐ Yes ☐ No

Instruments, if needed, supplied to our students at reduced rates.

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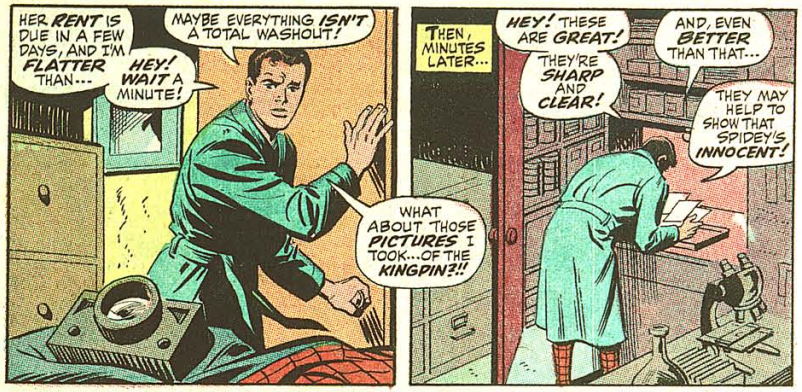

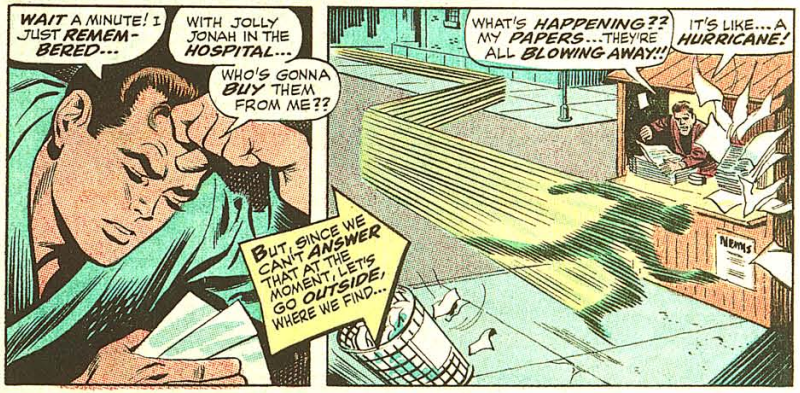

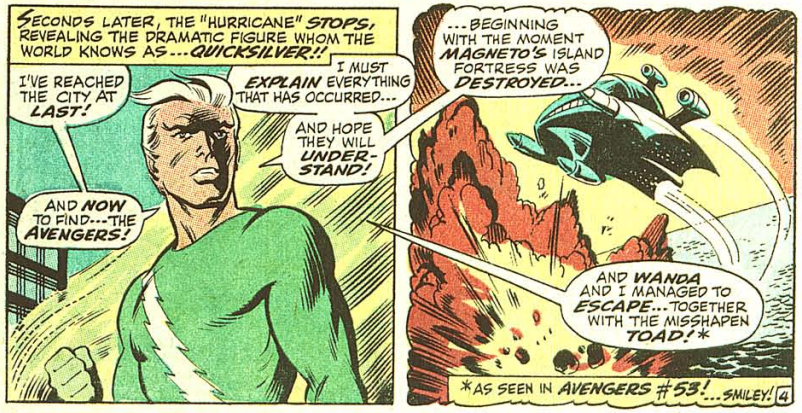

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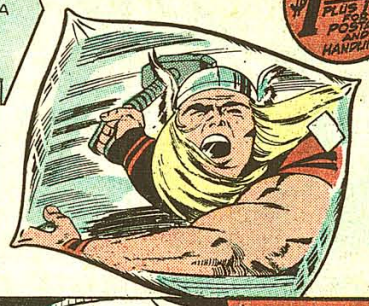
$1.50 PLUS 15¢ FOR POSTAGE AND HANDLING



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I'D LIKE _____ THOR PILLOWS.
TOTAL → _____

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SPIDER-MAN		
THE HULK		
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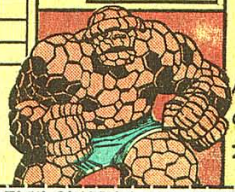

OKAY, MADMEN---HERE'S MY HARD-EARNED CASH, WHICH I'M SENDING YOU AT:
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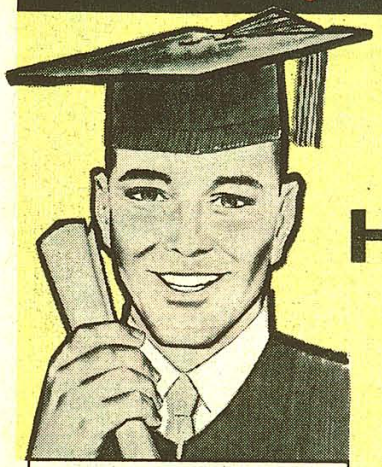
Second chance for high school drop-outs to get a diploma



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Please rush FREE booklet on how to finish high school at home, also free Government booklet and self-scoring test. No obligation.

Name ..... Age .....
Address ..... Apt. No. ..... County .....
City & State ..... Zip No. .....

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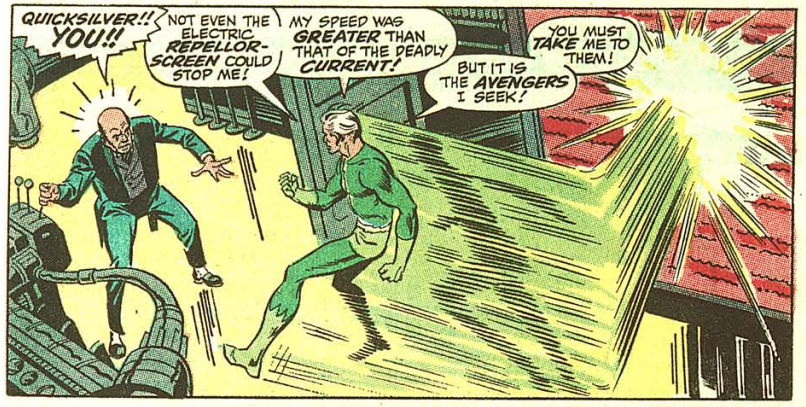

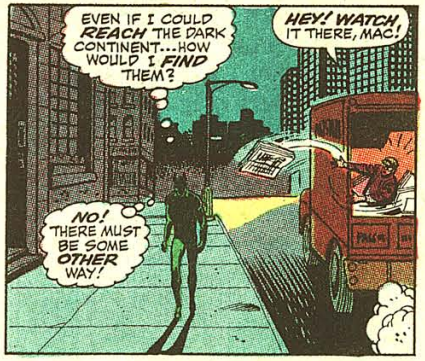

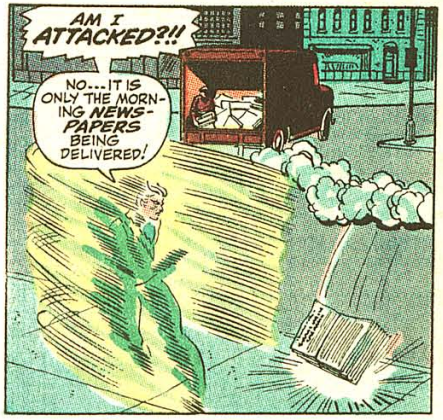

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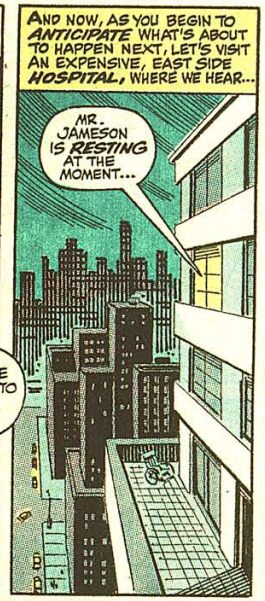

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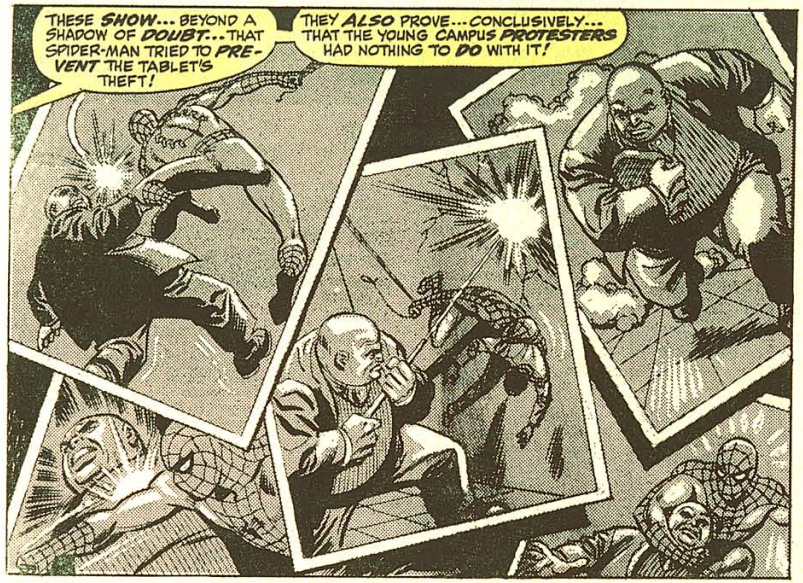

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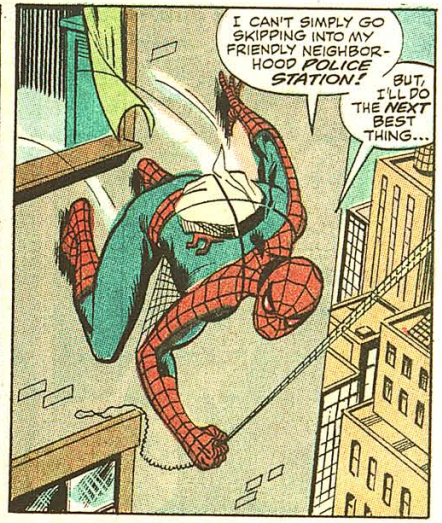

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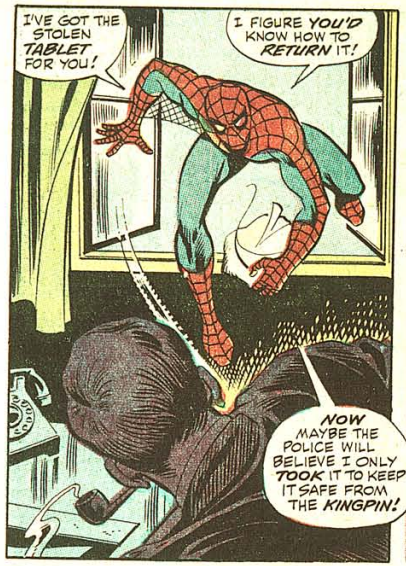

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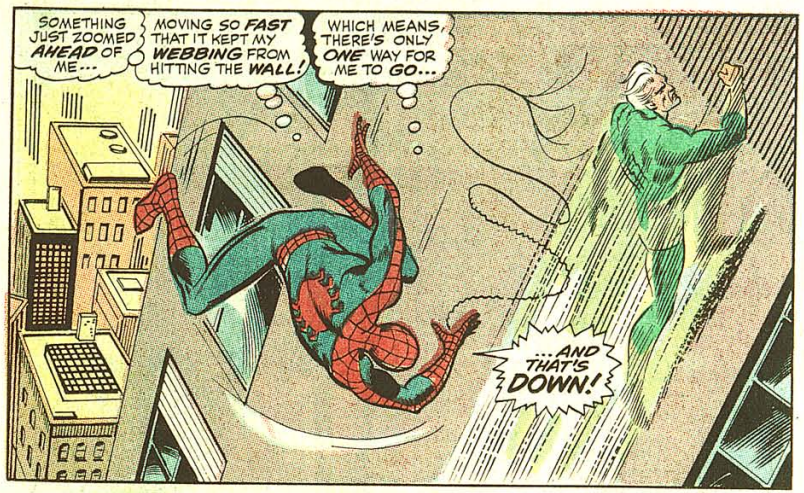

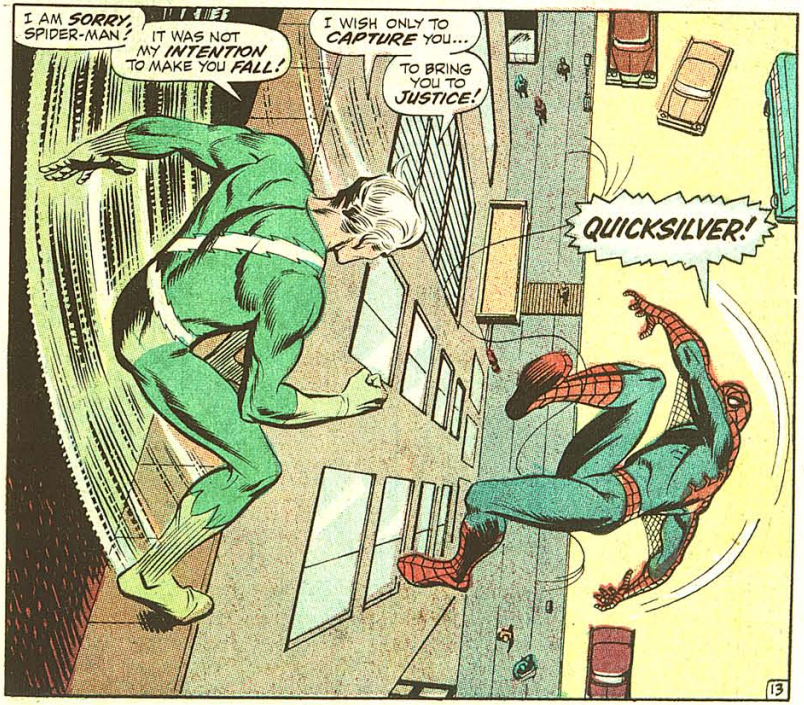

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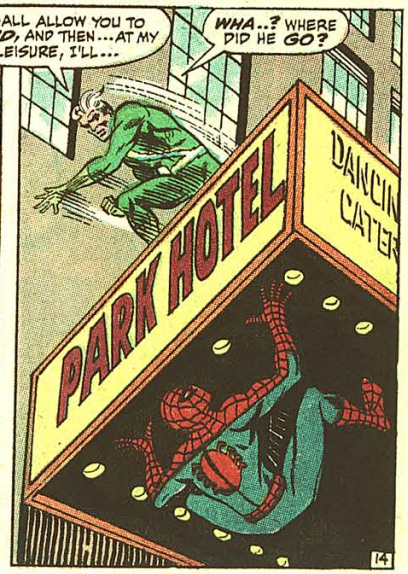

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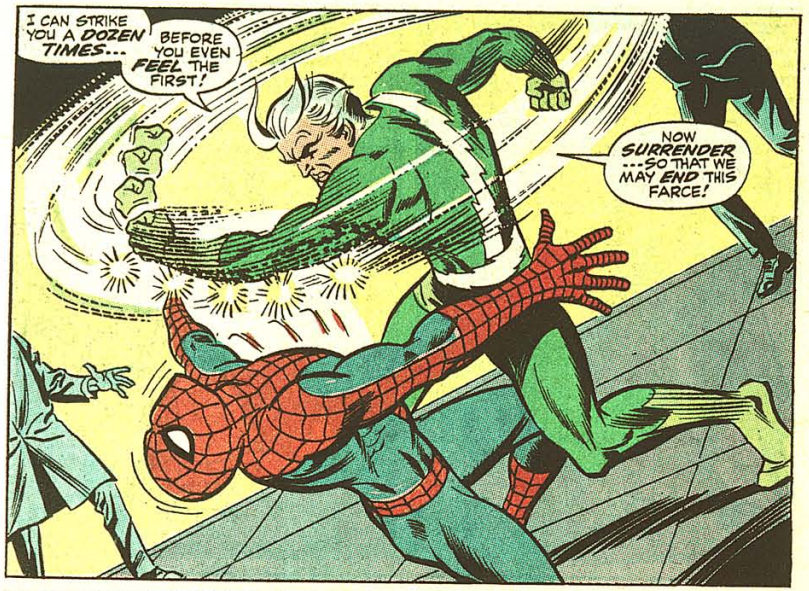

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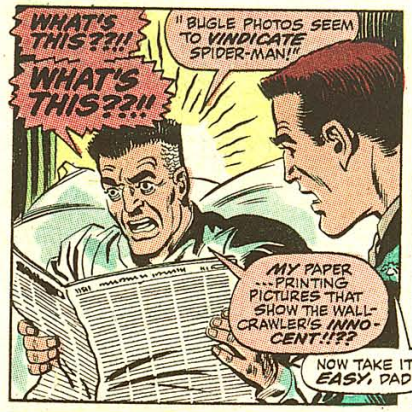

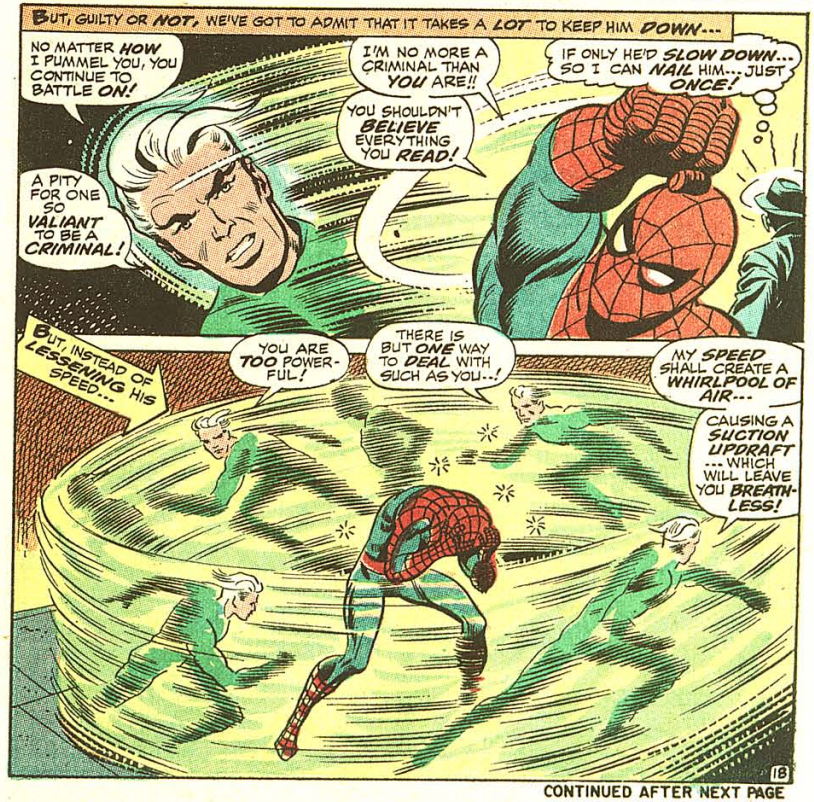

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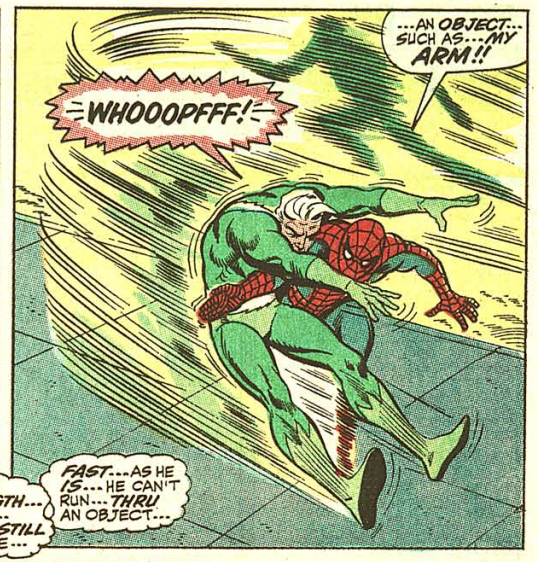

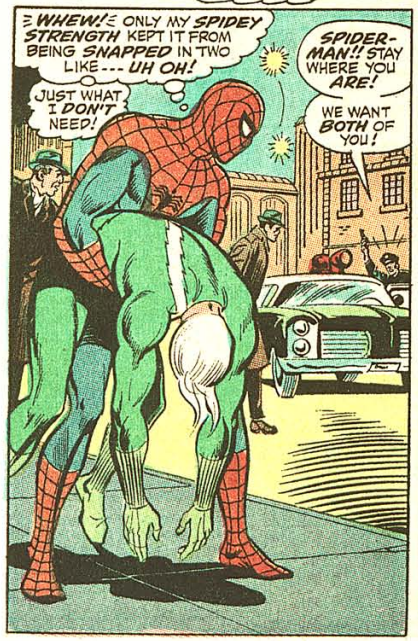

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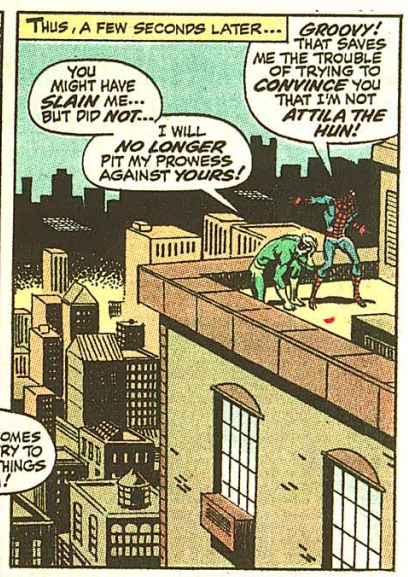

WE'LL FIND OUT FOR SURE, NEXT, WHEN WE'RE SUDDENLY GONNA MEET:

THE MOST SHOCKING FOE OF ALL!

20

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ITEM! Have you noticed how many Marvel characters are appearing on various rollickin' record albums these days? We got a big kick out of seeing *Dr. Strange* on the latest *Pink Floyd* cover — and we'll shoot a brand new No-Prize to the first 100 Believers who can mention at least two other albums on which we've been recently represented. — And how about the way *Tiny Tim* kept mentioning *Captain America* in his TV Guide interview a while ago? Could it be because ol' Tiny met STAN THE MAN at The Scene a while back and they had a ball yakkin' about Marvel madness between the acts?

ITEM! Remember our telling you about Bashful BARRY SMITH, the pandemonious penciller we imported from Britain, last ish? Well, never let it be said that your blushin' Bullpen doesn't go all-out when we move! We also latched onto a buddy of Barry's, none other than Stupifyin' STEVE PARKHOUSE, who's destined to be a Marvel staffer — and writes as smashing a bit of superhero skulduggery as you could wanna read! Steve's youthful, toothful, and a heckuva writer — so, what with him, Rascally Roy, Groovy Gary, and Archie and Arnie (the typewriter twins), maybe Smiley will get that vacation someday yet!

ITEM! Speaking of bombastic Bullpeners, didja catch the name of STU SCHWARTZBERG in the latest NOT BRAND ECHH? The syncopated Mr. S. is both a comedy writer and gag cartoonist (run for the hills, Marie!), and is also the lord high punjab of our photostat machine. The machine gives off a spooky green light and, just between us, it takes a lot of courage to drop in on Stu unexpectedly. It's like visiting the Castle of Frankenstein! (Who says we never gave you a plug, Calvin Beck?)

ITEM! Here's another tidbit for our glamour department. Didja know that Adorable ARTIE SIMEK, the demon speedball-penpusher, has a voomy married daughter? And, didja know that she too is now lettering for nepotismatic Marvel? That's why you've been seeing the name JEAN SIMEK IZZO in the krazy-kredits panels more and more often. And so we've solved another mighty Marvel mystery!

ITEM! While we're at it, you might as well say hello to Titanic TONY MORTELLARO, the newest addition to JOLLY SOLLY's Put-The-Mags-Together Department. Tony's the trouble-maker who assembles the letters pages after they've been edited and socks 'em to ya with his trusty ol' paste-pot and scissors. He's also a wicked man with a paint brush, but more about that some other time. (By the way, you'd better be studying all these names every month! . . . Never know when there'll be an exam!)

ITEM! The agonizin' ACADEMY OF COMIC-BOOK FANS AND COLLECTORS holds an annual poll to determine the most popular mags, writers, and artists of the preceding year. If you'd like to take part in this fandom selection, send a stamped, self-addressed envelope to MARK HANERFELD, 42-42 Golden St., Flushing, N.Y. 11355 and he'll send you a ballot. Marvel itself has nothing to do with the poll, but we thought some of you frantic ones might get a kick out of voting!

ITEM! We've just enough room left to tell you that we've nothing left to tell you! Vale Atque Ave!

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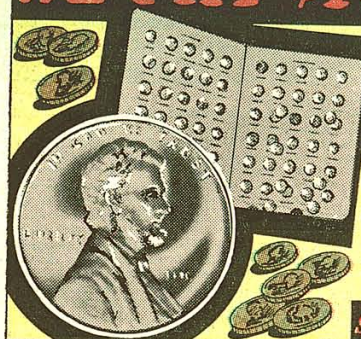

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THE SPIDER'S WEB

SEND YOUR LETTERS TO:
THE MARVEL COMICS GROUP, SECOND FLOOR 625 MADISON AV., NEW YORK, N. Y., 10022

Dear Stan and John,

Thanks for getting back on the track of your former Marvel masterpieces. I am speaking of SPIDEY #68 where you finally gave your comic back to the story instead of filling your mag with great big splashy panels with much artwork but little story. SPIDER-MAN #68 got in a lot of story by using more panels, thus giving us more dialog, which has been sorely lacking in current Marvels. But, still, the artwork wasn't lacking, although I don't feel it was John's best effort. With more dialog there was more characterization, and I feel that you did a bang-up job on this one. Your Negroes acted like Negroes instead of whites. The only problem was that I don't feel that Josh should be represented as a minority because a good percentage of the Negroes I know are proud like him and go for his kind of hair-cut and dark glasses and the rest of it, and probably many would identify with him. Therefore, I feel that more Negroes should be portrayed like this, instead of like the so-called "Uncle Toms". I can see that civil rights really turn you on as a writer, and I hope you continue to use this as a plot.

Jeff Chown, 2101 10th St.
Bay City, Mich. 48706

Frankly, Jeff, we don't think of civil rights solely — or even primarily — as mere "plot material" . . . but we see what you're getting at. We try not to categorize humanity into stereotypes, so we think there is room in America for both a Josh and a Joe Robertson. And we think the same thing about our pandemonious plots! There . . . does that mollify everyone, or have we just stirred up another hornet's nest?

Dear Stan and John,

In SPIDER-MAN #67, in the letters page, one Buster Phillips wrote, and I quote, "His identity (Spidey's) would be safe with Harry Osborn . . . Joe Robertson . . . Col. John Jameson . . . or George Stacy. Especially George Stacy." I say, "Hear, hear!" Captain Stacy should share Pete's secret, after all, he has made an extensive study of our friendly neighborhood web-slinger for quite a while now. Imagine the stories you could build around it! The relationship between Pete and Gwen could go on to greater heights or lower depths because her father posesses this knowledge. In the true Marvel fashion, you must call for a vote from Marveldom Assembled. If you do not have the courage to do so, then I will. Let's hear it from all you Spidey lovers! Don't just say, "Let the other guy do it." Pick up those pens and show Spidey you care! I won't end with one of your witty sayings because I'm dead serious. Thank you for listening to me.

Bruce Garner, 117 Walnut Hill La.
Havertown, Pa. 19083

And thanks for writing to us, Bruce. But the point we think you missed is . . . if Spidey (or any other hero with a secret identity) decided to share his secret with somebody, the danger does not lie in the fact that that person may spill the beans . . . but the fact that one more person's life is in jeopardy because of that knowledge. What we're trying to say is . . . if one guy has a secret, the responsibility is to himself only. If he shares that secret, he is putting that other guy's life in danger. So you see, Spidey's reasons are not motivated by fear of exposure, but fear for the life of somebody close to him! Clear enough, pal?

Dear Stan and John,

Never let it be said that Marvel is never changing; it is changing. Look closely at SPIDER-MAN #68 and its new emblem in the upper left hand corner. Real groovy, Stan. Except for the webbing against the Amazing Spider-Man, which degrades the issue, #68 was great. Speaking of the webbing, while you get rid of it, also get rid of the word Amazing. Have the mag called SPIDER-MAN; forget the "Amazing" jazz. What say, group? In case you haven't heard, Stan, Peter Parker is living in Westchester. Now, where in Zeus' name is his E.S.U. college? I'm a resident of Westchester, and I never heard of it! By the way, why not have ol' Webhead swing by the Mt. Vernon High School? We're all true believers up there.

David Turkin, 324 East 4th St.
Mt. Vernon, N. Y. 10553

Glad to hear it, Dave. 'Fraid we're as lost as you are about the location of Pete's college . . . we can never pin the swinger down long enough to ask him anything these days! But next time we see a flash of red-and-blue whiz by the office window, we'll throw out a note in a bottle and hope he gets your message. So keep believing, believer — the best is yet to come!

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Dear Stan and John,

SPIDER-MAN #68 was one of your better issues. Not only was the Kingpin (one of Spidey's deadliest enemies), back, but Pete's private life took some interesting twists. The fight on pages 16-19 was very good, and illustrated how our favorite wall-crawler stands next to a certain "Chubbs"! Page 18, panel 4, should happen more often. Though the Kingpin is solid muscle, Webhead has the proportionate strength of a spider, which is nothing to flip a web at! Peter should stick to Gwen, not M.J. She's not as emptyheaded. That's not to say that Mary Jane's a dope, but she always struck me as being worlds apart from P.P. A lot has been said about Mr. Parker's problems. I don't want to sound sadistic, but it adds something when someone can identify with a hero. In FANTASTIC FOUR #82 someone said our Fearless Foursome were the normal, believable types. I think this is more true of Peter Parker.

KOF Mitch Sherman, 9525 N. Kenneth Ave.
Skokie, Ill. 60076

We're not about to argue with a KOF, Mitch! So we'll just say that we think of all our characters as real people with very real problems. But we must admit ol' Webhead seems to get more than his fair share at times. (But then, doesn't everybody?)

Dear Marvel Men,

You have once more pack-potted with another whammo SPIDER-MAN thriller! Gee, guys, I stand in awe (and in suspense, so bring out the conclusion soon). How did you do it? The depth of the story is quite remarkable. Every thinking man, comic lover or not, could learn something from these SPIDER-MAN pages. You covered some deeply significant issues: father and son relationship, and the responsibility of students — black and white — to peacefully defend their rights. It fitted so cleverly into the Good/Evil battle between Mysterio and our webbed friend. Stan, congraters. I look faithfully forward to the further fantastic ish of SPIDER-MAN. I remain, as always, your fanatical fan,

Julian McHale, 227 N. Professor
Oberlin, Ohio

And we hope you'll find it worthwhile, Julie! Confidentially, if the next ish grabs you the way it grabbed us . . . we have a sneaking suspicion you may feel it was well worth waiting for!

Dear Stan and John,

This letter is in response to a letter by Melvin Payton printed in ish #66 (which, by the way, I think was the best issue in months). If you recall, he questioned the reason for Spidey's fall during a downpour in ish #63 (when Spidey fought the Vulture). The explanation is simple: even though his web *is* waterproof, Spidey couldn't control his aim. Why? Because the pressure of the falling rain upon the web changes the direction — forcing it down. The reason Spidey fell was because he couldn't aim well enough to hit anything. Under water, though, his web shoots straight as an arrow because there is no pressure on it. 'Nuff said?

Robert Sutliff, 87-86 116th St.
Richmond Hill, N. Y., N. Y. 11418

You know it! And here we thought the ol' Web-Spinner was just a lousy shot. But, it just goes to show you— there's no boner your Bullpen can pull that some faithful one can't explain away. And, frankly, we wouldn't have it any other way, Bob!

Dear Stan and Jim,

All right, you wise guys have gone far enough! You been helpin' that ¢*()@ Spider-Man to *!@()¢; much!!! I mean it, first you goons give him his own comic book which is a great book for all doze intelleckshal Petunias out there! Dat was bad enough, but you expose *each and every plan* of my boss — the KINGPIN — which he has gone an' tried to perputrate! And every time dat lowzy Spider-Man beats him! So, let up on dis goody-goodness or else de boss'll send a few of da boys around to getchal Okay? Pretty please?

Cuthberr "The Grok" Thicknesse (alias John Rounds, Jr.)
Address withheld on request.

Big Stan says "Nuthin' doin' ", Cuthberr! An' if we see any of your boys hangin' around . . . wellll . . did you ever see the Hulk when he gets really mad?

Dear Stan and John,

SPIDEY has been my favorite comic and always will be. I have over 25 of the webslinger's mags in a row and I love every one of them. One thing: I thought the Kingpin was sensational in issues #51 and #52, but bringing him back in issues #59 and #60 was even better. I just got SPIDEY #68 and who did I see? The Kingpin!! Sheesh! The guy looks wider than a baby hippo. The plot was fab and the artwork was great. The cover was a wipeout. Spidey looks cool swingin' in towards ya! So, until Thor gets a haircut, make mine Marvel!

Pat Beford, 16 Urbandale Ave.
Willowdale, Ontario, Canada

Thor? Whose letter page is this, anyway? No matter, Pat — as we said somewhere before, it's all in the family! (But we still would've preferred something like . . . " 'Til Cap forgets National Flag Day!"

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STATEMENT OF OWNERSHIP, MANAGEMENT AND CIRCULATION

ACT OF OCTOBER 23, 1962; SECTION 4369, TITLE 39, UNITED STATES CODE

1. Date of Filing: October 7, 1968.

2. Title of Publication: THE AMAZING SPIDER-MAN.

3. Frequency of Issue: Monthly except November, semi-monthly.

4. Location of Known Office of Publication: 625 Madison Ave., New York, N.Y. 10022.

5. Location of the Headquarters or General Business Offices of the Publishers: 625 Madison Ave., New York, N.Y. 10022.

6. Names and addresses of the publisher, editor, managing editor and Publisher, Martin Goodman, 625 Madison Ave., New York, N.Y. 10022; Editor: Stan Lee, 625 Madison Ave., New York, N.Y. 10022; Managing Editor: Sol Brodsky, 625 Madison Ave., New York, N.Y. 10022.

7. Owner (If owned by a corporation, its name and address must be stated and also immediately thereunder the names and addresses of stockholders owning or holding 1 percent or more of total amount of stock. If not owned by a corporation, the names and addresses of the individual owners must be given. If owned by a partnership or other unincorporated firm, its name and address, as well as that of each individual must be given.): Marvel Comics Group, 625 Madison Ave., New York, N.Y. 10022.

8. Known bondholders, mortgagees, and other security holders owning or holding 1 percent or more of total amount of bonds, mortgages or other securities (If there are none, so state): None.

9. For completion by nonprofit organizations authorized to mail at special rates. (Section 132.122, Postal Manual.) The purpose, function, and nonprofit status of this organization and the exempt status for Federal income tax purposes: (Check one.) ☐ Have not changed during preceding 12 months. ☐ Have changed during preceding 12 months. (If changed, publisher must submit explanation of change with this statement.)

10. EXTENT AND NATURE OF CIRCULATION.

A. Total No. Copies Printed (net press run). Average no. copies each issue during preceding 12 months: 366,000; single issue nearest to filing date: 425,000.

B. Paid Circulation: 1) Sales through dealers and carriers, street vendors and counter sales: Average no. copies each issue during preceding 12 months: 3,000; single issue nearest to filing date: 452,256. 2) Mail subscriptions: Average no. copies each issue during preceding 12 months: 3,872; single issue nearest to filing date: 3,872.

C. Total paid circulation: Average no. copies each issue during preceding 12 months: 372,303; single issue nearest to filing date: 456,224.

D. Free distribution (including samples) by mail, carrier or other means: Average no. copies each issue during preceding 12 months: 400; single issue nearest to filing date: 400.

E. Total distribution (sum of C and D): Average no. copies each issue during preceding 12 months: 372,703; single issue nearest to filing date: 456,624.

F. Office use, left over, unaccounted, spoiled after printing: Average no. copies each issue during preceding 12 months: 182,297; single issue nearest to filing date: 218,376.

G. Total (sum of E & F—should equal net press run shown in A): Average no. copies each issue during preceding 12 months: 555,000; single issue nearest to filing date: 675,000.

I certify that the statements made by me above are correct and complete.

(signed) JOHN F. HAYES
(Business Manager)

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